

Solicitation of Offers



Old Engine Company 12 Disposition (Amended)

1626 North Capitol St, NW
Lot Number: Square 3101 Lot 1
Washington, D.C. 20002

Issued by:

Office of the Deputy Mayor for Planning and Economic Development
Stanley Jackson, Deputy Mayor



Anthony A. Williams
Mayor

The Government of the District of Columbia (“District”) hereby solicits offers for the purchase of a historic firehouse located at 1626 North Capitol Street, N.W., Washington, D.C.

1. Introduction

Old Engine Company 12 is a Spanish Colonial-style firehouse and is located on the parcel of land at the intersection of North Capitol Street and Quincy Place NW, known for tax and assessment purposes as Lot 1 in Square 3101 (the “Property”). Designed and constructed by the municipal architect in 1897, it is one of the District’s 29 pre-World War II firehouses. These firehouses, dating from 1864 to 1939, were designed as landmarks for their respective neighborhoods. They are significant not only for their architectural merits and diversity, but also for their socioeconomic impact on their surrounding neighborhoods.

The fire company formerly stationed at the Property moved into new quarters in 1987, leaving behind one of the District’s finest firehouses. Today, it sits vacant, coated with yellow paint that was illegally applied after the Property was vacated.



The Williams Administration would like to see Old Engine Company 12 used to complement development that is starting to occur in this emerging area. The Property offers the potential for innovative development of mixed-use space, which could include retail, recreation, cultural, housing or office space. The Administration would also like the Property’s development to contribute to a vibrant and active mixed-use North Capitol Corridor, and include retail uses at the street level that will serve area residents and local office workers. The District is especially interested in offers that include a sit-down restaurant or cafe. Although the Administration is willing to entertain any Responsive Offers (defined below), the Administration welcomes offers that also accommodate “preferred uses” such as cultural space or residential space designed for mixed-income occupants. The Administration will also consider the potential of any proposed offer to include additional parcels of land in Square 3101 and the ability of such Offeror to assemble such additional parcels and integrate them into the planned development of the Property.

2. Neighborhood Context

Immediate Area Context

The Property is located at the heart of the revitalization effort concentrated on North Capitol Street between Rhode Island and New York Avenues. The Property is situated at the northwest corner of North Capitol Street where it intersects with Quincy Place and is located near the Bloomingdale, Eckington, Edgewood, Stronghold, and Truxton Circle neighborhoods. These neighborhoods are characterized by moderate-income residential housing, and defined by attractive, well-maintained, semi-detached homes, row houses and apartments.

The area referred to today as the Bloomingdale-North Capitol neighborhood is located just outside the original 1792 boundary of the City of Washington. The area was first used for light industry, train yards, and transportation routes into and out of the City of Washington. Most of the area's housing was developed between the late 1890s and 1915 to accommodate increases in population. Small businesses were established to provide goods to those living in the newly created neighborhood.

District facilities located near Old Engine Company 12 include: the Harry Thomas Recreation Center, the New York Avenue Playground, several triangle parks, the McKinley Technology campus, Dunbar High School, Washington Senior High School, Hyde Public Charter School, Emery Elementary School, Cook Elementary School, and Sursum Corda Community Library.

There are also significant developments occurring in the area that make the Property a key property to develop in the near term. The new New York Avenue Metrorail Station is located roughly two city blocks east of the Property. XM Radio and the District of Columbia Department of Employment Services have recently established their headquarters within one block of the Property. Major employers such as Federal Express, Qwest Communications, the Flower Mart and soon to be constructed headquarters of the federal Bureau of Alcohol, Tobacco and Firearms are located nearby.

The North Capitol Street corridor currently is home to several retailers and is a target for significant housing and office investments. A property one block south of the Property, at the northwest corner of North Capitol and Florida Avenues, was recently sold, and the owner has plans for a seven-story residential condominium building. Shaw EcoVillage and its Chain Reaction bike shop are moving two blocks south of the Property at 1416 North Capitol Street, NW – the first new retail establishments on that block in fifteen years. Other new businesses along the North Capitol Street corridor include the Soul Day Spa and a newly opened coffee shop. Old Engine Company 12 is poised to make a significant impact on the corridor due in large part to its unique architecture,

historical and physical relation to the community, and the new real estate development surrounding the site.

North of Massachusetts Avenue (NOMA)

This Property is part of a downtown redevelopment area referred to as “NoMa”, for “North of Massachusetts Avenue.” This area contains both the North Capitol Corridor adjacent to the rail lines, where this Property is located, as well as an emerging residential/mixed-use neighborhood further to the west, the Mount Vernon Triangle. The North Capitol Corridor is envisioned as a mixed-use district, with larger commercial developments concentrated between 1st Street, NE and the rail lines, and a mixture of large and small office as well as residential, between North Capitol and 1st Street, NE. The intention is to promote the area as an appealing location for small businesses and live-work spaces, and to encourage contemporary architectural and streetscape design to support this area’s identity as a distinctive new neighborhood.

The completion of the new New York Avenue Metrorail Station on the Red Line of the Metro system is expected to spur extensive development in and around this area’s large, underutilized, formerly industrial parcels. Already a mixed-use hotel/retail project and a new federal government office building are slated to open immediately next to the Metro station property. The federal office building is scheduled to open in late 2006 and the nearby hotel development in 2007. In addition, another cluster of development has emerged to the north of the Metro station at Eckington Place, where XM Satellite Radio has opened its headquarters.

In addition to the New York Avenue Metrorail Station, current public development projects include the Metropolitan Branch Bicycle and Pedestrian Trail, which will run alongside the Metro tracks.

To the north of the Metro station, across New York Avenue, the Gateway development (formerly the Peoples Drug Store Warehouse) has recently been completed, housing a mixture of office tenants, including the Department of Employment Services (DOES). Other recent developments include the conversion of a printing loft building to house the headquarters of XM Satellite radio on Eckington Place. East of XM is a recently constructed distribution complex for Federal Express. Further to the north, the historic McKinley High School recently opened as a magnet school for technology.

The Office of Planning has commenced the development of a framework plan for the NY Ave/NoMa area that will address development, land use, infrastructure, utilities, transportation, history, sustainable design, and the design of the public realm. This work will result in a development plan for the entire area that addresses transitions between redevelopment areas and the surrounding

neighborhood as well as the quality and character of key streets (including North Capitol Street).

3. Property Characteristics

The general parameters of the Property follow:

Property Address:	1626 North Capitol Street, NW Washington, D.C.
Legal Description:	Square 3101/Lot 1 (the "Property")
Site Area:	5,000 square feet
Current Zoning:	C-2-A
Historic Designation:	Pending hearing

See Exhibit A for aerial photograph of the building.

ZONING. This portion of the North Capitol Street corridor is zoned C-2-A with a FAR of 2.5. Matter of right development for this area is defined as a community business center district designed for medium density shopping, business, housing and mixed uses.

HISTORIC PRESERVATION. Old Engine Company 12 is pending a hearing for landmark designation. A historic landmark nomination was prepared by the Capitol Fire Museum and submitted with a multiple-property document and 18 other individual firehouse nominations at the end of 2001 (Designation case #02-04). While pending a hearing, a property is protected. If the Property is designated, it will remain subject to the historic preservation law and subject to the review of the Historic Preservation Review Board. Although the Property has not been designated historic, it is likely that, from the qualities of that building and how the Board has decided thus far on other firehouse nominations, the Old Engine Company 12 will be designated a landmark and will be protected by the historic preservation law.

To the best of the District's knowledge, all portions of the Old Engine Company 12 building are part of the original structure. Once landmarked by the Historic Preservation Review Board, the entire structure would be subject to the Landmark and Historic District Protection Act of 1978. As such, any additions, partial demolitions or changes to the building would be subject to staff and Historic Preservation Review Board review. All proposed work, including additions or the removal of later additions, would be subject to review and would need final approval before such work could commence.

Once it receives its landmark designation, the Property can qualify for the Federal Historic Preservation Tax Incentives Program that rewards private investment in rehabilitating historic properties by lowering the amount of tax owed on a certified rehabilitation of a commercial property. There is a 20 percent rehabilitation tax credit available for certified historic rehabilitation that is income-producing and meets the Secretary of the Interior's Standards for Rehabilitation. For more information on tax incentives offered through this program and its requirements, visit: <http://www.cr.nps.gov/hps/tps/tax/incentives/index.htm>.

ENVIRONMENTAL. As per EPA UST Access Database maintained within the Department of Health's Environmental Health Administration Underground Storage Tank Division, there is no registered Underground Storage Tank (UST) System currently in service on the Property; however a 500 gallon gasoline UST was removed on November 10, 1999. The inspection report stated that the tank was corroded and could have released gasoline, creating one potential environmental remediation need.

4. Conditions of Sale

The District will not accept any offer unless made by a qualified developer with relevant experience in real estate development (or by an entity in which a qualified developer is a part), as determined by the District in its sole and absolute discretion.

The Property will be sold in "as-is" condition, without warranty by the District as to the physical condition of the land or structures. The District makes no representations regarding the character or extent of soil or subsurface conditions or the conditions and existence of utilities that may be encountered during the course of any redevelopment. Each Offeror should draw its own conclusions concerning conditions that may affect the methods or cost of redevelopment.

The District will provide access to the Property at scheduled times (pursuant to a written Right of Entry agreement) for the purpose of allowing prospective Offerors to inspect the Property and perform such reasonable studies as may be relevant to formulating an offer. A copy of a historic architectural building survey recently completed for the National Trust for Historic Preservation on behalf of the District is attached as Exhibit C. However, the District makes no representations or warranties as to any condition of or relating to the Property. Prospective Offerors should rely on their own surveys, observations, investigations, measurements, inspections, inspection reports, and conclusions in submitting an offer for the District's consideration.

5. Requirements of a Responsive Offer

The District will not consider any offer that is not a “Responsive Offer” within the meaning of this Solicitation. A Responsive Offer must contain the following documentary submissions that are required components (“Required Components”):

1. Local, Small, Disadvantaged Business Enterprises (LSDBE) Memorandum of Understanding (“MOU”) with the Office of Local Business Development executed by Offeror. Any such MOU must require an LSDBE participation rate of at least 35% of contracting opportunities created by the redevelopment of the Property following the successful offeror’s acquisition of it. **The LSDBE MOU must be signed by the Offeror. The LSDBE need not be signed by the Office of Local Business Development. The signed MOU must be included with the submission.**
2. First Source Hiring Agreement with the District of Columbia’s Department of Employment Services executed by the Offeror. Any such agreement must require that the Offeror will use reasonable efforts to fill 51% of new employment opportunities created by the redevelopment of the Property with District of Columbia residents. **The First Source Hiring Agreement must be signed by the Offeror. The First Source Hiring Agreement need not be signed by the Office of Local Business Development. The signed Agreement must be included with the submission.**
3. Development Plan for the Property. The development plan must incorporate a plan to restore Property in compliance with all applicable historic preservation laws, regulations, and standards (“District’s Historic Preservation Standards”) and must include street-level retail on site. For any development plan with a residential component, such development plan must include a minimum 20% of housing gross floor area as housing that will be affordable to households at no more than 80% of HUD Area Median Income.
4. Funding Plan for the Development of the Property. The funding plan must include a detailed development budget for the proposed development plan and must include proposed sources and uses of funds. A funding plan may not include funds from the District operating or capital budget

(unless already appropriated for such purpose on a multi-year basis), nor may it include unidentified federal funding.

5. Commitment to deposit Fifty Thousand Dollars (\$50,000) with the District upon execution of a contract with the District. The deposit shall be in the form of a letter of credit substantially in the form attached hereto as Exhibit B. **Offerors must provide a written statement committing themselves to the deposit in their offer.**

For the above Required Components, the District will require certain documentary information to be submitted in connection with such Required Components. **To ensure that the Offeror meets these mandatory and additional requirements of a Responsive Offer, please complete Appendix D and submit to ODMPED with the offer.**

6. Consideration of Responsive Offers -- Preferences

Responsive Offers may be preferred if they contain one or more of the following:

1. Development Plan Preferences.

A. A Development Plan that specifically addresses the re-use of the Property as an historic building, is consistent with the nearby historic structures, and plans for uses that will stabilize and enhance the neighborhood.

B. A Development Plan that incorporates retail, cultural and any other uses that will enable the Property to retain its historic role as a community landmark and civic area in the District while making the Property accessible to the broader public. The District is particularly interested in a sit-down restaurant or café that will enliven the space in front of the firehouse. The District would also like to see the incorporation of cultural uses in a portion of the Property.

C. A Development Plan that fosters the well-being and safety of the residents of the Bloomingdale, Edgewood, Stronghold, Truxton Circle and Eckington neighborhoods. Off-Property benefits not directly related to the Old Engine Company 12 will be given little or no consideration unless there is a specific correlation between the amenity and the satisfaction of an objective of the Hot Spots Initiative (the Administration's initiative to address the causes of crime and neighborhood instability in high crime areas). For more information on the initiative's objectives, please contact the Office for Neighborhood Services for Ward 5 at (202) 671-0727.

D. A Development Plan that includes land assemblage and creates a unified development of multiple parcels within Square 3101.

2. Offeror Qualifications/Experience Preferences.

A. Offeror has demonstrated experience developing the preferred land uses, developing historic properties, working on real estate projects in the District and raising capital (both debt and equity) for projects such as that proposed in the offer.

3. Preferences for High Level of LSDBE Participation and First Source Hiring.

A. Offeror commits to exceed the 35% minimum requirement for LSDBE participation or to exceed the 51% minimum requirement for First Source hiring.

B. Offeror submits a credible plan to provide employment to residents or businesses within the Bloomingdale, Edgewood, Stronghold, Truxton Circle and Eckington neighborhoods.

4. Financial Feasibility

Demonstration of sufficient funding easily accessible and ready access to cash or financing will be given preference; reliance on unspecified sources of funds (e.g., fundraising) will not be given preference. Projects with the potential to generate income on-site or with reliable on-going sources of funds in order to be self-sustaining (post-redevelopment) will be given greater preference.

5. Offer Price – Preferences for economic benefits to the District.

Higher purchase price, including revenues, fees and other payments to the District.

The District reserves the right, in its sole and absolute discretion, to reject all offers and re-advertise at a later date. The District further reserves the right to amend this Solicitation of Offers at any time before it accepts an offer, provided that the District will post any such amendment on the ODMPED website and notify any prospective Offerors and existing Offerors of such amendment if such persons have provided their name and contact information to ODMPED after the issuance of this Solicitation and prior to the making of such amendment.

7. Developer Submissions

Offerors are required to hand deliver their Responsive Offers, an original and ten (10) copies,* **no later than 5:00 p.m. on December 19, 2005** to:

Office of Deputy Mayor for Planning and Economic Development
Attn: Konrad Schlater, Project Coordinator
1350 Pennsylvania Avenue, NW, Suite 317
Washington, D.C. 20004

Offerors are invited to submit more than one development plan and/or pricing proposal. Multiple development plans and price offers by the same Offeror will be considered a single offer. **No offers received after 5:00 p.m. will be accepted.**

*If an Offeror has previously submitted to ODMPED a full response package with 10 copies, the Offeror should submit a supplemental response that includes only the checklist in Appendix D and documentation required to meet the 5 Required Components listed in Section 5. Please make 10 copies of this supplemental response.

8. Additional Information Required in connection with each Responsive Offer:

A. Team Members (collectively, the "Offeror")

Please provide the following information on each Team Member:

- 1) The name, address, telephone number, and fax number of each principal, partner, entity, or joint-venture partner participating as the Offeror, and such persons' roles or titles within the Offeror;
- 2) The name, address, telephone number, fax number, and e-mail address of the representative authorized to act on behalf of the Offeror, who will be available to respond to questions or requests for additional information;
- 3) Identification of any affiliation or other relationship between any of the members of the Offeror and any development company, parent company, or subsidiary;
- 4) Identification of any personal or professional relationship among or between any members of the Offeror and any person working for, appointed to a position in, or elected to an office of the

District of Columbia Government or any entity for which there may be a conflict of interest or the appearance of a conflict. The District, in its sole discretion, reserves the right to determine a conflict of interest or the appearance thereof; and

- 5) Satisfactory evidence that all tax liabilities and other governmental impositions are current and that there is no on-going litigation in which the District is a party that relates to any entity or individual participating as the Offeror or to any other entity or individual having a controlling interest in the entity (or entities) that comprise the Offeror (or, if such litigation exists, the name and action number of such litigation and a description of the subject matter of such litigation).

B. Qualifications and Experience

- 1) If the Offeror is not an individual doing business under his or her own name, a description of the status of his or her organization (whether a corporation, a non-profit or charitable institution, a partnership, a limited liability corporation, a business association, or a joint venture) indicating under which laws it is organized and operating, and a brief history of the organization and its principals (for any entity required to file reports in the jurisdiction of its formation, include a certificate of good standing for such jurisdiction);
- 2) The principals, partners, or joint-venture partners who are part of the Offeror must be eligible to transact business with the District of Columbia and in the District of Columbia. A copy of any written agreement/document creating any entity responding to this offer must be provided at the time of the Offeror's delivery of the Responsive Offer;
- 3) The nature and share of each participant's financial investment in the acquisition and redevelopment of the Property or the Offeror and the role of each;
- 4) Relevant projects with which the Offeror has had primary involvement, including illustrative material of projects that demonstrate Offeror's or its members' respective abilities, the name and address for each project identified, the name and telephone number of persons familiar with the development who will respond to any inquiries from the District, and the managing partner or design architect role in each project;

- 5) References for the Offeror (or its members), including names, addresses and telephone numbers, and a letter authorizing each reference to respond to inquiries regarding the design, financing and development of prior projects; and
- 6) A list of the professionals the Offeror will be employing for this project. For each professional firm, there should be a description of the staff capabilities, the resumes of all senior-level staff who will be working on this project, and information on their particular role on this project and their past experiences that are directly relevant to this project.
- 7) Offeror may submit additional material that it or its members believe will assist the District in evaluating the capabilities of the Offeror, the design architect, and any other professional who will be participating in the development. The District shall request additional information from the authorized representatives, if deemed necessary, to facilitate the consideration of the Offeror's submissions.

C. Financial Feasibility

- 1) Development budget and schedule, including projected construction/rehabilitation/remediation costs as well as a reasonable estimate and articulation of projected soft costs such as architectural fees, engineering fees, marketing costs, financing fees, and etc. The schedule should include realistic benchmarks for phases of design completion and phases of construction completion;
- 2) A proposed financing plan, including a comprehensive listing of all projected sources and uses of project funding and a description of the expected equity requirements and sources, and anticipated sources of construction and permanent financing. Offeror should provide sufficient detail for the District to determine the feasibility of the proposed financing plan including, but not limited to:
 - a) A statement of the proposed purchase price;
 - b) A statement of public subsidy (local or Federal), if any, required to make the project financially feasible;
 - c) The extent of any private contributions or grants that have been obtained or will be required to complete or operate the project;

- d) Projected annual cash flow statement for the project, detailed to include estimated income and expenses, for a minimum of ten (10) years; and
- e) Satisfactory written evidence of the Offeror's ability to secure financing for the project.

D. Minority and LSDBE Participation

- 1) List all LSDBE individuals certified by the Local Business Opportunity Commission that are members of the Offeror, including their percentage of ownership interest, if applicable, and whether each is a District resident.
- 2) Provide a narrative description of the efforts that will be made to provide LSDBE contracting opportunities related to the redevelopment and reuse of the Property.
- 3) Provide reasonable projections of the permanent and temporary jobs that will be created for District residents (especially residents from the Bloomingdale, Edgewood, Stronghold, Truxton Circle and Eckington neighborhoods) during the redevelopment and reuse of the Property and what specific efforts will be made to recruit District residents for these jobs.

E. Development Plan of Uses and Public Benefits

- 1) Provide a detailed description of the proposed mix of uses and/or users (if known) for the Property, once it is redeveloped. The square-foot area intended for each use should be indicated. The extent to which any of the proposed uses require zoning relief or other approvals should be indicated, as well.
- 2) Describe any proposed project or neighborhood-related amenities that will be provided on-site.

F. Adaptive Reuse / Design Concept

Drawings are required in sufficient detail to represent the design concept and allow the District to evaluate the design quality, compatibility with the nearby historic school buildings, and the viability of the renovation plan proposed for the building itself. These submissions should include:

- 1) Concept plans and design drawings;
- 2) Discussion of the District's Historic Preservation Standards; and

- 3) Description of the extent to which relief/exemption from zoning, building, or other code requirements may be necessary.

G. Organizational Documents

Provide executed organizational documents (e.g., corporate charter, partnership agreement, etc.) of the Offeror (if any).

9. Community Involvement

Each Offeror is encouraged to engage community members from Truxton Circle, Eckington, and elsewhere in developing offers. Further, each Offeror is encouraged to meet with representatives of the agencies that will be involved in the project approval, including but not limited to the Office of Planning (Development Review and Historic Preservation Divisions), the Department of Consumer and Regulatory Affairs (Building and Land Regulation Administration), the Office of Local Business Development, the Department of Employment Services.

10. Process

The Office of the Deputy Mayor for Planning and Economic Development (“ODMPED”) will determine whether each submitted offer is a Responsive Offer. The Offeror, for any proposal that is considered to be non-responsive, will be so notified in writing within 10 business days after the date of submission. The decision of the District in this regard is final and will be explained to the Offeror upon request. Notwithstanding the foregoing, the District may reject any offer in its sole and absolute discretion when assessing the best overall transaction for the District.

It is currently contemplated that ODMPED will form a committee to consider the Responsive Offers. The committee’s size and composition will be in the sole discretion of the Deputy Mayor for Planning and Economic Development.

If such a committee is formed, then the committee will make a written recommendation to the Deputy Mayor for Planning and Economic Development, and the Deputy Mayor may either direct his staff to proceed with negotiations that will establish mutually agreed upon terms for a sale of the Property or may reject the offer. In the absence of a committee, one or more individuals from ODMPED will consider the Responsive Offers and shall make a recommendation to the Deputy Mayor for Planning and Economic Development, and the Deputy Mayor may either direct his staff to proceed with negotiations that will establish mutually agreed upon terms for a sale of the Property or may reject the offer.

If ODMPED is able to produce either a term sheet or purchase contract that it is willing to accept, then ODMPED will recommend such Offeror, and upon such terms as are agreeable to ODMPED, to the Mayor. If the Mayor agrees with ODMPED's recommendation, then the Mayor, in his sole and absolute discretion, may submit such terms and/or contract to the Council of the District of Columbia ("Council") for its approval and grant of authority to dispose of the Property to such Offeror on such terms. Upon approval by Council and the Mayor (and execution of a final purchase contract), the final negotiated offer shall be considered accepted for all purposes by the District.

THE DISTRICT OF COLUMBIA IS NOT AUTHORIZED TO DISPOSE OF THIS PROPERTY UNLESS AND UNTIL FIRST AUTHORIZED BY THE COUNCIL TO DO SO IN ACCORDANCE WITH D.C. OFFICIAL CODE § 10-801 (2004 SUPP.). AT THIS TIME, THE DISTRICT OF COLUMBIA DOES NOT HAVE SUCH AUTHORITY.

11. Timetable

All offers must be submitted to the District by 5:00 pm on December 19, 2005.
Any offers delivered after 5:00 p.m. will not be accepted.

The ODMPED will endeavor to follow the timetable set forth below (all days are calendar days unless otherwise noted); however, the timetable below is a guideline only and subject to change, in the sole discretion of ODMPED and without prior notice:

Re-Issuance of Amended Solicitation:	December 7, 2005
Responsive Offers Due to District:	December 19, 2005 No later than 5:00 p.m. No late offers will be accepted.
Determination of Responsiveness:	December 21, 2005
Presentations (If Requested):	Within one week after offers due.
Commence Negotiations:	Within two months after offers due.

If an Offeror is chosen for commencement of negotiations, the selected Offeror (or Offerors) will proceed to negotiate a purchase agreement that requires redevelopment of the Property consistent with the final terms agreed upon by the District and Offeror. If the District and the selected Offeror are unable to agree on the final terms of a purchase agreement within ninety (90) days, the District, in its absolute and sole discretion, may terminate negotiations and select a different Offeror from among the Offerors that submitted offers, re-issue this Solicitation, or take such other measures as it deems reasonable, appropriate and/or necessary.

Notwithstanding any provision to the contrary, before the District may dispose of the Property to Offeror, the District will seek Council authority to dispose of the Property; the District may seek such authority either prior to or after the District and Offeror have reached agreement on the final terms of the sale of the Property. Approval will come in the form of an authorizing resolution submitted by the Mayor to the Council in accordance with D.C. Official Code § 10-801(b). In accordance with D.C. Official Code § 10-801(f), the disposition of the Property shall not occur until after notice of such terms and conditions shall have been submitted to any affected Area Neighborhood Commission for comment in accordance with D.C. Official Code § 1-309.10.

Exhibit A

AERIAL PHOTOGRAPH



Exhibit B

IRREVOCABLE STANDBY LETTER OF CREDIT

ISSUER:

DATE OF ISSUE: _____

[address] Bank

IRREVOCABLE STANDBY LETTER OF CREDIT NO. _____

BENEFICIARY

APPLICANT

District of Columbia, by and through
the Office of Property Management
441 Fourth Street, N.W.
Washington, D.C. 20001

Name:

AMOUNT: U.S. \$ _____

EXPIRY DATE: June 30, 200____, subject to renewal provisions herein

REFERENCE: _____

Gentlemen and Ladies:

We hereby establish our Irrevocable Standby Letter of Credit No. _____ ("Letter of Credit") in favor of Beneficiary for the account of Applicant up to an aggregate amount of _____ HUNDRED THOUSAND U.S. DOLLARS (U.S. \$ _____), available for payment when accompanied by the following:

1. A draft at sight drawn on [Issuer], duly endorsed on its reverse thereof by a duly authorized representative of the Beneficiary, specifically referencing this Letter of Credit Number;
2. The original of this Letter of Credit; and
3. A dated statement issued on the letterhead of Beneficiary, stating: "The amount of this drawing is \$_____, drawn under Irrevocable Standby Letter of Credit No._____ and represents funds due and owing to the District of Columbia." Such statement shall be conclusive as to such matters and we will accept such statement as binding and correct. We shall have no right, duty, obligation or responsibility to evaluate the performance or non-performance of any underlying agreement between Applicant and Beneficiary of this credit.

This Letter of Credit shall automatically renew for one year terms upon the anniversary of the expiry date set forth above (the "Anniversary Date") for a period of five years, unless (i) earlier released by the Beneficiary or (ii) Issuer delivers written notice to both Applicant and Beneficiary that this Letter of Credit will not be renewed on the Anniversary Date, provided that Issuer delivers such notice no later than 60 days prior to the Anniversary Date.

If a drawing is made by Beneficiary under this Letter of Credit at or prior to 1:00 p.m. (District of Columbia time) on a Business Day (defined below) and, provided that such drawing and the statement presented in connection therewith conform to the terms and conditions hereof, payment shall be made to Beneficiary in the amount specified, in immediately available funds, on the same Business Day. If a drawing is made by Beneficiary under this Letter of Credit after 1:00 p.m. (District of Columbia time) on a Business Day and, provided that such drawing and the statement presented in connection therewith conform to the terms and conditions hereof, payment shall be made to Beneficiary in the amount specified,

in immediately available funds on the next Business Day. If requested by Beneficiary, payment under this Letter of Credit may be made by deposit of immediately available funds into an account designated by Beneficiary. As used herein, the term "Business Day" shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in the District of Columbia are authorized or required by law to close.

Drafts drawn under and in compliance with the terms of this Letter of Credit will be duly honored if presented by the Chief Property Management Officer, or his/her chief of staff, to our Letter of Credit Department at our Corporate Office[address of Issuer], Attn: Corporate Lending Group, on or before the Expiry Date or Anniversary Date, as the case may be.

Except as otherwise expressly provided herein, this Letter of Credit is governed by the District of Columbia Uniform Commercial Code and is subject to the International Standby Practices 1998 (ISP), International Chamber of Commerce Publication No. 590. In case of conflict between the District of Columbia Uniform Commercial Code and the International Standby Practices 1998 (ISP), the District of Columbia Uniform Commercial Code shall control.

This Letter of Credit sets forth in full the terms of our undertaking. This undertaking shall not in any way be modified, amended, amplified or incorporated by reference to any document, contract, or other agreement, without the express written authorization of Issuer, Beneficiary and Applicant.

Should you have occasion to communicate with us regarding this Letter of Credit, kindly direct your communication to the attention of our Letter of Credit Department, Corporate Lending Group, making specific reference to our Letter of Credit No. _____.

[ISSUER]

By: _____
Name
Title

State of _____)
County of _____)

The foregoing instrument was acknowledged before me in the jurisdiction aforesaid on this ____ day of _____, 2004, by _____, duly authorized representative of _____.

Notary Public

Exhibit C

Historic Architectural Building Survey

Checklist for Responsive Offers for Old Engine Co 12

Instructions: Please submit this sheet along with 10 copies with your offer.

The District will not consider any offer that is not a “Responsive Offer” within the meaning of this Solicitation. A Responsive Offer must contain the following components (“Required Components”) A – L. Please note that **NO late offers will be considered by ODMPED.**

_____ **A. LSDBE Memorandum of Understanding (“MOU”) with the Office of Local Business Development executed by Offeror.**

- Any such MOU must require an LSDBE participation rate of at least 35% of contracting opportunities created by the redevelopment of the Property following the successful Offeror’s acquisition of it. **The LSDBE MOU must be signed and submitted by the Offeror. The LSDBE need not be signed by the Office of Local Business Development.**

_____ **B. First Source Hiring Agreement with the District of Columbia’s Department of Employment Services executed by the Offeror.**

- Any such agreement must require that the Offeror will use reasonable efforts to fill 51% of new employment opportunities created by the redevelopment of the Property with District of Columbia residents. **The First Source Hiring Agreement must be signed and submitted by the Offeror. The First Source Hiring Agreement need not be signed by the Office of Local Business Development.**

_____ **C. Development Plan for the Property.**

- The development plan must incorporate a plan to restore Property in compliance with all applicable historic preservation laws, regulations, and standards (“District’s Historic Preservation Standards”) and must include street-level retail on site. For any development plan with a residential component, such development plan must include a minimum 20% of housing gross floor area as housing that will be affordable to households at no more than 80% of HUD Area Median Income.

_____ **D. Funding Plan for the Development of the Property.**

- The funding plan must include a detailed development budget for the proposed development plan and must include proposed sources and uses of funds. A funding plan may not include funds from the District Government.

_____ **E. Commitment to deposit Fifty Thousand Dollars (\$50,000) with the District upon execution of a contract with the District.**

- Offerors must provide a written statement committing themselves to the deposit in their Offer. Upon execution of a contract with the District, the deposit shall be in the form of a letter of credit substantially in the form attached hereto as Exhibit B.

____ **F. Team Members (collectively, the “Offeror”)**

Please provide the following information on each Team Member:

- 1) The name, address, telephone number, and fax number of each principal, partner, entity, or joint-venture partner participating as the Offeror, and such persons’ roles or titles within the Offeror;
- 2) The name, address, telephone number, fax number, and e-mail address of the representative authorized to act on behalf of the Offeror, who will be available to respond to questions or requests for additional information;
- 3) Identification of any affiliation or other relationship between any of the members of the Offeror and any development company, parent company, or subsidiary;
- 4) Identification of any personal or professional relationship among or between any members of the Offeror and any person working for, appointed to a position in, or elected to an office of the District of Columbia Government or any entity for which there may be a conflict of interest or the appearance of a conflict. The District, in its sole discretion, reserves the right to determine a conflict of interest or the appearance thereof; and
- 5) Satisfactory evidence that all tax liabilities and other governmental impositions are current and that there is no on-going litigation in which the District is a party that relates to any entity or individual participating as the Offeror or to any other entity or individual having a controlling interest in the entity (or entities) that comprise the Offeror (or, if such litigation exists, the name and action number of such litigation and a description of the subject matter of such litigation).

____ **G. Qualifications and Experience**

- 1) If the Offeror is not an individual doing business under his or her own name, a description of the status of his or her organization (whether a corporation, a non-profit or charitable institution, a partnership, a limited liability corporation, a business association, or a joint venture) indicating under which laws it is organized and operating, and a brief history of the organization and its principals (for any entity required to file reports in the jurisdiction of its formation, include a certificate of good standing for such jurisdiction);
- 2) The principals, partners, or joint-venture partners who are part of the Offeror must be eligible to transact business with the District of Columbia and in the District of Columbia. A copy of any written

agreement/document creating any entity responding to this offer must be provided at the time of the Offeror's delivery of the Responsive Offer;

3) The nature and share of each participant's financial investment in the acquisition and redevelopment of the Property or the Offeror and the role of each;

4) Relevant projects with which the Offeror has had primary involvement, including illustrative material of projects that demonstrate Offeror's or its members' respective abilities, the name and address for each project identified, the name and telephone number of persons familiar with the development who will respond to any inquiries from the District, and the managing partner or design architect role in each project;

5) References for the Offeror (or its members), including names, addresses and telephone numbers, and a letter authorizing each reference to respond to inquiries regarding the design, financing and development of prior projects; and

6) A list of the professionals the Offeror will be employing for this project. For each professional firm, there should be a description of the staff capabilities, the resumes of all senior-level staff who will be working on this project, and information on their particular role on this project and their past experiences that are directly relevant to this project.

7) Offeror may submit additional material that it or its members believe will assist the District in evaluating the capabilities of the Offeror, the design architect, and any other professional who will be participating in the development. The District shall request additional information from the authorized representatives, if deemed necessary, to facilitate the consideration of the Offeror's submissions.

_____ H. Financial Feasibility

1) Development budget and schedule, including projected construction/rehabilitation/remediation costs as well as a reasonable estimate and articulation of projected soft costs such as architectural fees, engineering fees, marketing costs, financing fees, and etc. The schedule should include realistic benchmarks for phases of design completion and phases of construction completion;

2) A proposed financing plan, including a comprehensive listing of all projected sources and uses of project funding and a description of the expected equity requirements and sources, and anticipated sources of construction and permanent financing. Offeror should provide sufficient detail for the District to determine the feasibility of the proposed financing

plan including, but not limited to:

- a) A statement of the proposed purchase price;
- b) A statement of public subsidy (local or Federal), if any, required to make the project financially feasible;
- c) The extent of any private contributions or grants that have been obtained or will be required to complete or operate the project;
- d) Projected annual cash flow statement for the project, detailed to include estimated income and expenses, for a minimum of ten (10) years; and
- e) Satisfactory written evidence of the Offeror's ability to secure financing for the project.

____ **I. Minority and LSDBE Participation**

- 1) List all LSDBE individuals certified by the Local Business Opportunity Commission that are members of the Offeror, including their percentage of ownership interest, if applicable, and whether each is a District resident.
- 2) Provide a narrative description of the efforts that will be made to provide LSDBE contracting opportunities related to the redevelopment and reuse of the Property.
- 3) Provide reasonable projections of the permanent and temporary jobs that will be created for District residents (especially residents from the Bloomingdale, Edgewood, Stronghold, Truxton Circle and Eckington neighborhoods) during the redevelopment and reuse of the Property and what specific efforts will be made to recruit District residents for these jobs.

____ **J. Development Plan of Uses and Public Benefits**

- 1) Provide a detailed description of the proposed mix of uses and/or users (if known) for the Property, once it is redeveloped. The square-foot area intended for each use should be indicated. The extent to which any of the proposed uses require zoning relief or other approvals should be indicated, as well.
- 2) Describe any proposed project or neighborhood-related amenities that will be provided on-site.

____ **K. Adaptive Reuse / Design Concept**

- Drawings are required in sufficient detail to represent the design concept and allow the District to evaluate the design quality, compatibility with the nearby historic school buildings, and the viability of the renovation plan proposed for the building itself. These submissions should include:

- 1) Concept plans and design drawings;
- 2) Discussion of the District's Historic Preservation Standards; and
- 3) Description of the extent to which relief/exemption from zoning, building, or other code requirements may be necessary.

____ **L. Organizational Documents**

- Provide executed organizational documents (e.g., corporate charter, partnership agreement, etc.) of the Offeror (if any).